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June 27, 2002

By Electronic Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Ex Parte Notice

**Re: Applications for Consent to the Transfer of Control of Licenses from
Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast
Corporation, Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

On June 26, 2002, Comcast President Brian L. Roberts had a telephone conversation with Chairman Michael Powell.

In that conversation, Mr. Roberts apprised the Chairman of the progress that has been made between AT&T and AOL Time Warner in the "registration rights" process that is intended to lead to a disposition in whole or in part of AT&T's interests in Time Warner Entertainment ("TWE").

Mr. Roberts also advised the Chairman that, because it cannot be assured that the registration rights process will lead to a complete disposition of AT&T's interests in TWE before the closing of the merger between AT&T Broadband and Comcast, he has asked representatives of Comcast and AT&T to meet with FCC staff in the next several days to discuss a plan for the complete disposition.

Pursuant to section 1.1206(b)(2) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. If you have any questions, please contact me.

Very truly yours,

/s/ A. Richard Metzger, Jr.
A. Richard Metzger, Jr.

cc:	Chairman Michael Powell	Susan M. Eid	W. Kenneth Ferree
	Roger Holberg	Erin Dozier	David Sappington
	James R. Bird	Donald Stockdale	William Dever
	Cynthia Bryant	Jeff Tobias	Royce Sherlock
	William Johnson	Qualex International	